9419673046

TRANSMITTAL LETTER Department of State **Division of Corporations** P. O. Box 6327 Tallahassee, FL 32314 Products RW, Inc. SUBJECT: (PROPUSED CORPORATE NAME - MUST INCLUDE SUITEM Enclosed are an original and one (1) copy of the articles of incorporation and a check for: \$70.00 XL\$78.75 \$78.75 **\$87.50** Filing Fee Filing Fee Filing Fee Filing Fee, & Certificate of Status & Certified Copy Certified Copy & Certificate of Status ADDITIONAL COPY REQUIRED

NOTE: Please provide the original and one copy of the articles.

863 - 965 - 7747

Daytime Telephone number

MOX OH 1/72

*****78.75

200004785402

-01/22/02--01010--009

ARTICLES OF INCORPORATION

FILED

02 JAN 18 PM 2: 15

SECRETARY OF STATE TALLAHASSEE. FLORIDA

OF products RW, INC.

ARTICLE I: The name of the corporation (which is hereinafter called the "Corporation") is:

Products
RW, Inc.

ARTICLE II: The principal place of business and mailing address of the Corporation is 2806 Grapefruit Drive, Auburndale, Florida 33823.

ARTICLE III: The purposes for which the corporation is formed are as follows:

- (a) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (c) To carry on and transact for itself or for account of others, the business of general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchise and assets of every kind of any corporation, copartnerships or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises, or assets by the issue, in accordance with the laws of the State of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

- (e) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulation and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant license in respect of, sell and otherwise turn to account, the same.
- (f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares thereof, among the stockholders of the Corporation.
- (g) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such other corporation or association.
- (h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- (i) To carry on any of the businesses thereinbefore inurred for itself, or on account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(j) To carry out all or any part of the aforesaid purposes, and conduct its business in all or any part or its branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of a particular purpose, object or business, in any manner, to limit or restrict the generality of any purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

ARTICLE IV: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand Dollars (\$100,000).

ARTICLE V: The number of directors of the Corporation shall be two (2) or more in number, which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than two (2); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Ronald W. Wingo Judy Marie Wingo

ARTICLE VI: The Registered Agent of the Corporation is Ronald W. Wingo, whose post office address is 2806 Grapefruit Drive, Auburndale, Florida 33823. Said Registered Agent is a citizen of the State of Florida, and actually resides therein.

ARTICLE VII: The name and address of the incorporator is Ronald W. Wingo, 2806 Grapefruit Drive, Auburndale, Florida 33823.

Having been named as registered agent to accept service of process for the abovestated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Ronald W. Wingo, Registered Agent

Ronald W. Wingo, Incorporator

1-14-02 Date

1-14-02 Date B PM 2: 15